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Attorneys for The Chamberlain Group, Inc.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----	X	
	:	Case No. 18-23538 (RDD)
In re:	:	
	:	Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i> , ¹	:	
	:	(Jointly Administered)
Debtors.	:	
-----	X	

**NOTICE OF RECLAMATION DEMAND BY THE CHAMBERLAIN GROUP, INC. TO
THE DEBTORS AND ALL INTERESTED PARTIES**

PLEASE TAKE NOTICE that, The Chamberlain Group, Inc., by and through its undersigned counsel, hereby files this notice that it served a written demand for reclamation of goods on the Debtors (the "Reclamation Demand") pursuant to Section 546(c) of the United

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

States Bankruptcy Code, 11 U.S.C. §101, *et seq.* on November 2, 2018. A copy of the Reclamation Demand (without enclosure/exhibits) is attached as Exhibit A.

PLEASE TAKE FURTHER NOTICE that The Chamberlain Group, Inc. reserves all of its rights and remedies available to it, at law or in equity, including but not limited to, its right to an allowed administrative expense claim under 11 U.S.C. § 503(b)(9) and/or its right to amend and supplement its reclamation demand and to serve and file additional demands or claims.

Dated: Chicago, Illinois
November 2, 2018

FOX SWIBEL LEVIN & CARROLL LLP

By: 

N. Neville Reid

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Attorneys for The Chamberlain Group, Inc.

Exhibit A

[Reclamation Demand]

CHAMBERLAIN GROUP

November 2, 2018

Via Email and Hand Delivery

Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, NY 10153

Robert A. Reicker
Chief Financial Officer
Sears Holding Corp.
3333 Beverly Road
Hoffman Estates, IL 60179

Re: **Sears Holding Corporation, et. al. (collectively, the “Debtors”)
Case No. 18-23538 (Jointly Administered) in the United States Bankruptcy Court
for the Southern District of New York (collectively, the “Case”) commenced on
October 15, 2018 (the “Petition Date”); Reclamation Demand Pursuant to Section
546(c) of the Bankruptcy Code on behalf of The Chamberlain Group, Inc.**

Dear Ladies and Gentlemen:

This letter gives notice that The Chamberlain Group, Inc. (“Chamberlain”) sold goods to the Debtors in the ordinary course of Chamberlain’s business for which Chamberlain remains unpaid (“Goods”). The total value of the Goods is \$2,369,066.28. The Goods were delivered to the Debtors within 45 days before the Petition Date and at a time when the Debtors were insolvent within the definition of Section 101(32) of the Bankruptcy Code. Copies of the invoices (including dates of shipment) and a payment history for the Goods are attached hereto as “**Exhibit A.**” This written demand is given within 45 days of the day of receipt of the Goods and/or not later than 20 days after the Petition Date.

Pursuant to Section 546(c) of the Bankruptcy Code and Section 2-702 of the Uniform Commercial Code (as in effect in the place of delivery), Chamberlain hereby demands reclamation of the Goods. The Debtors are hereby admonished to immediately segregate and refrain from using, commingling or otherwise converting the Goods in the ordinary course of their business. Chamberlain further demands that the Debtors promptly account for all the Goods in their possession as of the receipt of this notice and furnish the results of such accounting to Chamberlain as soon as possible. To make arrangements for the return of all the Goods, please contact Christine Alix of Chamberlain at 530-530-6779.

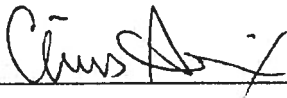
CHAMBERLAIN GROUP

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Nothing contained in this letter shall be a waiver of any rights, remedies or interests of Chamberlain, all of which are hereby expressly reserved, including without limitation Chamberlain's right to assert and be paid on an administrative claim under Section 503(b)(9) of the Bankruptcy Code for all Goods delivered within 20 days of the Petition Date. Chamberlain makes this demand for reclamation without prejudice to all other rights and interests of and available to Chamberlain, at law or in equity. Chamberlain reserves its right to modify this request following further investigation.

Sincerely,

THE CHAMBERLAIN GROUP, INC.

By:  _____

Name Printed: Christine Alix

Title: Director, Credit and Collections

cc: N. Neville Reid